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FILED

AUG 24 1999

KEVIN E. O'DRIEN, CLERK
UNITED STATES
BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA

In Re:	)	Chapter 11
)	
BCE WEST, L.P., et al.,	)	Case Nos. 98-12547
	)	through 98-12570-ECF-CGC
Debtors.	)	Jointly Administered
)	
EID # 38-3196719	)	ORDER ON SECOND APPLICATION
	)	OF AKIN, GUMP, STRAUSS, HAUER
	)	& FELD, L.L.P., COUNSEL TO
	)	DEBTORS IN POSSESSION, FOR
	)	ALLOWANCE OF INTERIM
	)	COMPENSATION FOR SERVICES
	)	RENDERED AND REIMBURSEMENT
	)	OF EXPENSES INCURRED [DE 1028]

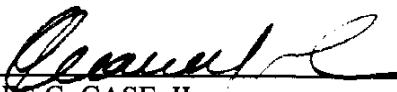
Upon consideration of the Second Application of Akin, Gump, Strauss, Hauer & Feld, L.L.P., Counsel to Debtors in Possession, for Allowance of Interim Compensation for Services Rendered and Reimbursement of Expenses Incurred (the "Application") [DE 1028], and finding that the services rendered were for and on behalf of the Debtors and resulted in a benefit to the Estate and were reasonable and necessary; it is accordingly

1 ORDERED that Akin, Gump, Strauss, Hauer & Feld, L.L.P. ("Akin Gump") is granted
2 allowance for attorneys' fees in the total amount of \$439,259.25 through May 31, 1999; it is
3 further

4 ORDERED that Akin Gump is granted allowance for reimbursable expenses in the total
5 amount of \$62,075.29 for the period referenced above; and it is further

6 ORDERED that Debtors pay Akin Gump the foregoing sums, less the amount previously
7 paid pursuant to the Interim Fee Order for a total of \$131,713.25, within ten (10) days from the
8 date of this order.
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10 DATED: August 24, 1999.

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14 CHARLES G. CASE, II
15 UNITED STATES BANKRUPTCY JUDGE
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